

EXHIBIT A

Coyle Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
STARRY GROUP HOLDINGS, INC., <i>et al.</i> , ¹	:	Case No. 23-10219 (KBO)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**DECLARATION OF KARA HAMMOND COYLE IN SUPPORT OF APPLICATION
OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS
CO-COUNSEL TO THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

I, Kara Hammond Coyle, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner in the law firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**” or the “**Firm**”), with principal offices at Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, and am duly admitted to practice in the State of Delaware as well as before the United States District Court for the District of Delaware. I submit this declaration (this “**Declaration**”) in support of the *Application of Debtors for Entry of an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, Effective as of the Petition Date* (the “**Application**”).²

¹ The debtors in these cases, along with the last four digits of each debtor’s federal tax identification number, are: Starry Group Holdings, Inc. (9355); Starry, Inc. (9616); Connect Everyone LLC (5896); Starry Installation Corp. (7000); Starry (MA), Inc. (2010); Starry Spectrum LLC (N/A); Testco LLC (5226); Starry Spectrum Holdings LLC (9444); Widmo Holdings LLC (9208); Vibrant Composites Inc. (8431); Starry Foreign Holdings Inc. (3025); and Starry PR Inc. (1214). The debtors’ address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Application.

2. Young Conaway has conducted a series of searches in the Firm's conflicts databases to identify relationships with the Debtors, their lenders, their equity holders, and various other parties-in-interest in the Chapter 11 Cases (collectively, the "**Interested Parties**").³

3. Based on the conflicts and connections search conducted and described herein, to the best of my knowledge, neither I, Young Conaway, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors or any other parties-in-interest herein, except as stated below:

- a. In recent weeks, Young Conaway and certain of its partners and associates have rendered legal services to the Debtors relating to their plans to seek relief under chapter 11 of the Bankruptcy Code and the preparation of the petitions and other papers initiating and prosecuting the Chapter 11 Cases.
- b. The Debtors have sought or will seek to retain: (i) Latham & Watkins LLP ("**Latham**"), as bankruptcy co-counsel; (i) PJT Partners LP, as investment banker; (iii) FTI Consulting, Inc., as financial advisor; and (iv) Kurtzman Carson Consultants LLC, as claims and noticing agent and as administrative advisor. The Debtors may also file motions or applications to employ additional professionals, as well as seek authority to retain certain ordinary course professionals. On numerous occasions, Young Conaway has in the past or currently does work with or against these professionals in connection with matters wholly unrelated to the Chapter 11 Cases.
- c. Young Conaway has, in the past, represented the following Interested Parties, or parties who may be affiliated with such Interested Parties, in matters wholly unrelated to the Debtors and the Chapter 11 Cases:
 - Allied World Insurance Company
 - Altice
 - American Towers, LLC
 - AT&T
 - AT&T Mobile
 - AXA
 - AXA XL
 - Axis Insurance Company
 - Chubb Group Centralized Operations
 - Chubb Group of Insurance Companies
 - Deloitte & Touche LLP

³ A list of the Interested Parties searched is attached hereto as **Exhibit 1**.

- FirstMark Capital
- FirstMark Horizon Acquisition Corp
- FirstMark Horizon Sponsor LLC
- Frontier
- Greenberg Traurig, LLP
- Highbridge Tactical Credit Master Fund, L.P.
- Hudson Insurance Company
- Latham & Watkins LLP
- Travelers Property Casualty Company of America
- Verizon
- Verizon CABS
- AlixPartners
- Cahill Gordon
- Cisco Systems Capital Corporation
- DLA Piper LLP (US)
- Orrick, Herrington & Sutcliffe LLP
- Snell & Wilmer
- Stevens & Lee

d. Young Conaway currently represents the following Interested Parties, or parties who may be affiliated with such Interested Parties, in matters wholly unrelated to the Debtors and the Chapter 11 Cases:

- AIG Financial Products
- Amazon Web Services, LLC
- Beazley
- Cantor Fitzgerald
- Charter Communications, Inc.
- Comcast
- Prudential Group Insurance – NY
- Silicon Valley Bank
- SVB Company
- T-Mobile
- Worldwide Facilities LLC
- Comcast Business
- Cox Business

4. In addition, to the best of my knowledge, information, and belief and in accordance with Bankruptcy Rule 5002, neither I, nor any attorney at Young Conaway is a relative of the United States Bankruptcy Judge assigned to the Chapter 11 Cases, and Young Conaway does not have a connection with the United States Bankruptcy Judge that would render the Firm's retention

in the Chapter 11 Cases improper. Further, in accordance with Bankruptcy Rule 2014, Young Conaway does not have any connection with the U.S. Trustee or any persons employed by the U.S. Trustee.

5. Based upon its review of the Interested Parties, Young Conaway has determined that it does not represent any party in these proceedings with a material adverse interest with respect to the Debtors. Young Conaway will supplement this Declaration, as necessary, with additional information or disclosures in the event that additional information is developed.

6. Young Conaway is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that Young Conaway, its partners, counsel, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. are not and were not, within two (2) years before the date of the filing of the petition, a director, officer, or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason.

7. As set forth above, and subject to any explanations and/or exceptions contained therein or herein, Young Conaway (a) does not hold or represent any interest adverse to the Debtors in connection with the matters upon which Young Conaway is to be engaged and (b) is disinterested. If the results of further investigation reveal any additional connections, Young Conaway will make appropriate disclosures.

8. Young Conaway was retained by the Debtors pursuant to the Engagement Agreement, a copy of which is attached as Exhibit E to the Application. In accordance with the Engagement Agreement, in connection with the planning and preparation of initial documents and its proposed postpetition representation of the Debtors, Young Conaway received an initial retainer

of \$100,000.00 on January 23, 2023, and additional retainer payments of \$92,383.00 on February 1, 2023, \$107,047.96 on February 10, 2023, \$150,000.00 on February 16, 2023, and \$120,856.00 on February 17, 2023 (collectively, the “**Retainer**”). In total, Young Conaway received payments from the Debtors for services rendered prior to the Petition Date as follows:

Invoice Date	Date Range of Services	Payment Date	Payment Amount	Form of Payment
12/20/22	Initial Retainer	1/23/23	\$100,000.00	Wire
1/24/23	12/22/22 – 1/20/23	1/24/23	\$92,383.00	Applied from retainer held on account
2/1/23	Additional Retainer	2/1/23	\$92,383.00	Wire
2/7/23	1/19/23 – 1/31/23	2/10/23	\$107,047.96	Applied from retainer held on account
2/10/23	Additional Retainer	2/10/23	\$107,047.96	Wire
2/16/23	Additional Retainer	2/16/23	\$150,000.00	Wire
2/16/23	2/1/23 – 2/10/23	2/16/23	\$159,450.00	Applied from retainer held on account
2/17/23	Additional Retainer	2/17/23	\$120,856.00	Wire
2/17/23	2/11/23 – 2/16/23	2/17/23	\$109,234.75	Applied from retainer held on account

Following a final reconciliation, Young Conaway is holding approximately \$21,985.05 as a Retainer, which will constitute a general retainer as security for postpetition services and expenses.

9. Within the year prior to the Petition Date, Young Conaway received no other payments or promises of payment from the Debtors on account of services rendered or to be rendered in contemplation of or in connection with the Chapter 11 Cases.

10. Young Conaway intends to apply for compensation for professional services rendered in connection with the Chapter 11 Cases subject to approval of the Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative order entered by the Court, on an hourly basis, plus for reimbursement of actual, necessary, and reasonable expenses and other charges incurred by Young Conaway. The principal attorneys and paralegal designated to represent the Debtors and their current standard hourly rates are:

- | | | |
|----|---------------------------|---------------------|
| a. | Michael R. Nestor | \$1,240.00 per hour |
| b. | Kara Hammond Coyle | \$925.00 per hour |
| c. | Joseph M. Mulvihill | \$695.00 per hour |
| d. | Timothy R. Powell | \$560.00 per hour |
| e. | Emily C.S. Jones | \$425.00 per hour |
| f. | Debbie Laskin (paralegal) | \$365.00 per hour |

The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals from Young Conaway may also, from time to time, serve the Debtors in connection with the matters described herein.

11. The Debtors have been advised that the hourly rates set forth above are Young Conaway's standard hourly rates for work of this nature, and that these rates are set at a level designed to fairly compensate Young Conaway for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead

expenses approved by the client such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

12. No promises have been received by Young Conaway or by any partner, counsel, or associate thereof as to compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Young Conaway has no agreement with any other entity to share with such entity any compensation received by Young Conaway in connection with the Chapter 11 Cases.

13. Consistent with the United States Trustees' Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the "**U.S. Trustee Guidelines**"), which became effective on November 1, 2013,⁴ I state as follows:

- a. Young Conaway has not agreed to a variation of its standard or customary billing arrangements for this engagement.
- b. None of the Firm's professionals included in this engagement have varied their rate based on the geographic location of the Chapter 11 Cases.
- c. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated as of December 20, 2022. The billing rates and material terms of the prepetition engagement are the same as the rates and terms described in the Application and herein.
- d. The Debtors have approved or will be approving a prospective budget and staffing plan for Young Conaway's engagement for the postpetition period.

⁴ The U.S. Trustee Guidelines acknowledge that "the Guidelines do not supersede local rules, court orders, or other controlling authority." While the Debtors and Young Conaway intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the U.S. Trustee Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Young Conaway that the Firm is required to comply with the U.S. Trustee Guidelines. Young Conaway reserves any and all rights with respect to the application of the U.S. Trustee Guidelines in respect of any application for employment or compensation filed in the Chapter 11 Cases.

In accordance with the U.S. Trustee Guidelines, the budget may be amended as necessary to reflect changed or unanticipated developments.

14. Young Conaway will primarily provide the services set forth in the Application. By separate application, the Debtors have also asked, or will ask, the Court to approve the retention of Latham as bankruptcy co-counsel in connection with the Chapter 11 Cases. Young Conaway has discussed the division of responsibilities with Latham and will make every effort to avoid duplication of efforts in connection with the Chapter 11 Cases. To avoid unnecessary duplication of services, and in the interest of fully disclosing the proposed division of labor, Young Conaway will primarily provide the following services in the Chapter 11 Cases:

- a. providing legal advice and services regarding Local Rules, practices, and procedures and providing substantive and strategic advice on how to accomplish the Debtors' goals in connection with the prosecution of the Chapter 11 Cases, bearing in mind that the Court relies on co-counsel such as Young Conaway to be involved in all aspects of each bankruptcy proceeding;
- b. reviewing, commenting, and preparing drafts of documents to be filed with the Court as co-counsel to the Debtors;
- c. appearing in Court and at any meeting with the U.S. Trustee and any meeting of creditors at any given time on behalf of the Debtors as their co-counsel;
- d. performing various services in connection with the administration of the Chapter 11 Cases, including, without limitation: (i) preparing agenda letters, certificates of no objection, certifications of counsel, notices of fee applications and hearings, and hearing binders of documents and pleadings; (ii) monitoring the docket for filings and coordinating with Latham on pending matters that need responses; (iii) preparing and maintaining critical dates memoranda to monitor pending applications, motions, hearing dates, and other matters and the deadlines associated with the same; (iv) handling inquiries and calls from creditors and counsel to interested parties regarding pending matters and the general status of the Chapter 11 Cases; and (v) coordinating with Latham on any necessary responses; and
- e. performing all other services assigned by the Debtors, in consultation with Latham, to Young Conaway as co-counsel to the Debtors.

15. To the extent that the Firm is assigned services by the Debtors that fall outside the scope of services historically or generally performed by Young Conaway as co-counsel in a bankruptcy proceeding, Young Conaway will file a supplemental declaration in accordance with Bankruptcy Rule 2014.

16. The facts set forth in the Application and herein are true and correct to the best of my knowledge, information, and belief.

Dated: March 1, 2023
Wilmington, Delaware

Young Conaway Stargatt & Taylor, LLP

/s/ Kara Hammond Coyle

Kara Hammond Coyle

EXHIBIT 1

Interested Parties

Potential Parties in Interest List

1. Debtors

Connect Everyone LLC
Starry (MA) Inc.
Starry Foreign Holdings, Inc.
Starry Group Holdings, Inc. (Delaware)
Starry Installation Corp.
Starry PR Inc.
Starry Spectrum Holdings LLC
Starry Spectrum LLC
Starry, Inc. (Delaware)
Testco LLC
Vibrant Composites, Inc.
Widmo Holdings LLC

2. Non-Debtor Affiliate/Subsidiary Companies

Starry Brasil Holding Ltda.
Starry Brasil Provedor de Acesso a Internet Ltda

3. Current Directors and Officers

Alex Moulle-Berteaux
Amish Jani
Brian Regan
Celina Munoz
Chaitanya Kanojia
Courtney Norton
Elizabeth A. Graham
James Chiddix
Jeremy Mackechnie
Joseph Lipowski
Komal Misra
Michael Pasciak
Robert L. Nabors II
Virginia Lam Abrams
William Lundregan

4. Secured Lenders

ArrowMark
ArrowMark Agency Services, LLC
ArrowMark Fundamental Opportunity Fund, L.P
ArrowMark Income Opportunity Fund QP, L.P.

ArrowMark Specialty Finance LLC
AS Birch Grove
FirstMark Capital
FMR LLC
Silicon Valley Bank
THB Iron Rose LLC
Tiger Global Private Investment Partners IX, LP

5. Contract Counterparties

Enterprise Fleet Management
Cisco Systems Capital Corporation
Stripe

6. Taxing and Regulatory Agencies

Arizona Corporation Commission
California Department of Tax and Fee Administration
Centennial, Colorado Business Licensing
City and County of Denver, Department of Finance, Treasury Division
Clark County, Nevada Business Licensing
Colorado Department of Revenue
Commonwealth of Massachusetts, City of Boston
Compton, California Business Licensing
District of Columbia
Federal Communications Commission
Federal Communications Commission – Alabama
Federal Communications Commission – Virginia
Illinois Commerce Commission
Las Vegas, Nevada Business Licensing
Massachusetts Board of Electricians
Massachusetts Department of Revenue
Office of Tax and Revenue (DC)
Ohio – Department of Taxation
Public Utilities Commission of Colorado
Public Utilities Commission of Nevada
Public Utilities Commission of Ohio
Public Utilities Commission of Pennsylvania
State of Alabama
State of Arizona
State of California
State of Colorado
State of Illinois
State of Maryland
State of Massachusetts
State of Mississippi

State of Nevada
State of New Jersey, Department of Treasury, Division of Tax
State of New York
State of Ohio
State of Pennsylvania
State of Virginia
Virginia Tax

7. Significant Equity and Warrant Holders

Amish Jani
ArrowMark
Chaitanya Kanojia
FMR LLC
FirstMark Capital
FirstMark Horizon Sponsor LLC
Joseph Lipowski
QSI, Inc.
Tiger Global Private Investment Partners IX, LP

8. Banks

Boston Private, and SVB company
Silicon Valley Bank

9. Significant Unsecured Creditors

Abside Networks, Inc.
Amazon Web Services, LLC
American Electric Power
Anokiwave, Inc.
ARROW ELECTRONICS, INC.
Avnet Electronics Marketing
Benchmark Electronics (Thailand) Public Company Limited
BoardTek Electronics Corp
Cantor Fitzgerald & Co.
Charles industries, LLC
Comcast
Cornerstone Communications Consulting Group, LLC
Crown Castle Fiber LLC
Deloitte & Touche LLP
Donnelley Financial Solutions
DOWNTOWN NYC OWNER, LLC
Ean Services, LLC
Enersys Delaware Inc.
Farley White Management Co.

Google Inc.
Hub Recruiting, LLC
Intelligent Manufacturing Solutions, LLC
J&L Telecommunications Inc.
Lafayette Morrison HDFC
Linksys USA, Inc
Meta Platforms, Inc.
PA Consulting Group Inc.
Palantir Technologies Inc.
Peraso Technologies Inc.
Precision Network Solutions, LLC
Prudential Group Insurance - NY
QCA TECH LIMITED
Quanta Telecommunications Services, LLC
Randstad US LP
Rapid MFG Industry Co., Limited
RSM US LLP
Santron Inc.
SBA Structures, LLC
Shenglu Telecommunication Co., Ltd
Technix
Tectonic Engineering & Surveying Consultants, P.C
The Fishel Company
The Miles Group, LLC
UL, LLC
United Technologies Services, Inc.
Verizon CABS
Wallaby Connect LLC
Zaram Technology, Inc.
Zayo Group LLC
Zyxel Communications, Inc.

10. Real Estate Lessors

701 Penhorn Ave. Associates, Inc.
AquaFlo
Arlingate Equities LLC
BEENVERIFIED, INC.
BPAZ Holdings
Downtown NYC Owner, LLC
Hive
Hubbard/Curtis St. LLC
LaVern Taylor
New Market Center
Prologis USLV SubREIT 4, LLC
RRE 3330

11. Parties to Pending Litigation

American Towers, LLC
Cantor Fitzgerald
City of Santa Monica
Douglas Emmet Management
FirstMark Horizon Acquisition Corp
Highbridge Tactical Credit Master Fund, L.P
Jordan Sanaa Bembry
Kabilka
Kenya Freeman
Loring Place Realty LLC
Reynoso, John L.
Samuel Perez
Shores Barrington, LLC
Wyle Dehan

12. Issuers and Beneficiaries of any Guarantees, Performance Bonds, or Payment/Surety Bonds

Avalon Risk Management
Expeditors International
Silicon Valley Bank
U.S. Customs

13. Issuers and Beneficiaries of Letters of Credit

AquaFlo
BEENVERIFIED, INC.
Hive
New Market Center
Silicon Valley Bank

14. Major Insurance Providers

Ace American Ins Co
AIG, Financial Lines Claims
Allied World Insurance Company
Attn: Orion Insurance Intermediaries, LLC
AXA
AXA XL
Axis Insurance Company
Beazley
Berkley
Canopus Insurance Services
Chubb Group Centralized Operations

Chubb Group of Insurance Companies
Falvey Insurance Group
Federal Ins Co
Great Northern Ins Co
HSB Specialty Ins Co
Hudson Insurance Company
Navigators
Obsidian
RSUI Group, Inc.
Scottsdale Ins Co
Sompo
StarStone Specialty
Travelers Property Casualty Company of America
Worldwide Facilities LLC
XL Professional

15. Debtors' Restructuring Professionals

FTI Consulting, Inc.
Kurtzman Carson Consultants LLC
Latham & Watkins LLP
PJT Partners, Inc.
Young Conaway Stargatt & Taylor, LLP

16. Professionals to Stakeholders other than Debtors

AlixPartners
Cahill Gordon
Sheppard Mullin

17. Major Competitors

Altice
AT&T
AT&T Mobile
CableOne
CenturyLink
Charter
Comcast
Frontier
RCN
TDS Cox
T-Mobile
US Cellular
Verizon

18. Strategic Partners

AEP Ventures, LLC
QSI, Inc.

19. Ordinary Course Professionals

Andersen Tax LLC
Bergman LLC
Davis Wright Tremaine LLP
Davison Van Cleve PC
Deloitte & Touche LLP
DLA Piper LLP (US)
Greenberg Glusker LLP
Greenberg Traurig, LLP
Greenberg, Glusker, Fields, Claman & Machtinger LLP
GTC Law Group PC & Affiliates
HoustonHogle LLP
Izower Lefton, LLP
Jones Walker
Mundie Advogados
Nutter McClennen & Fish LLP
Orrick, Herrington & Sutcliffe LLP
Porter Wright Morris & Arthur LLP
Prince Lobel Tye LLP
Rowland & Moore
Sanzone & McCarthy, LLP
Sherman & Howard
Snell & Wilmer
Stevens & Lee
Telecommunications Law Professionals
Thomsen and Burke LLP
Wilkinson Barker Knauer LLP
Zubblatt & Jones, P.C.

20. UCC Search Results

Arrowmark Agency Services, LLC
C T Corporation System, as representative
Farley White Pawtucket, LLC
Secretary of the Commonwealth of Massachusetts
Silicon Valley Bank

21. Utility Providers

Allegro Sanitation Corp
AT&T
Comcast Business
Cox Business
Eversource
Local Waste Services LTD
Spectrum

22. Bankruptcy Judges

The Honorable Brendan Linehan Shannon
The Honorable Craig T. Goldblatt
The Honorable J. Kate Stickles
The Honorable John T. Dorsey
The Honorable Karen B. Owens
The Honorable Laurie Selber Silverstein, Chief Judge
The Honorable Mary F. Walrath

23. Clerk of the Court and Deputy for the District of Delaware

Stephen Grant
Una O'Boyle

24. United States Trustee for the District of Delaware (and Key Staff Members)

Angelique Okita
Benjamin Hackman
Christine Green
Claire Brady
David Buchbinder
Denis Cooke
Diane Giordano
Dion Wynn
Edith A. Serrano
Hannah M. McCollum
Holly Dice
James R. O'Malley
Jane Leamy
Jeffrey Heck
Joseph Cudia
Joseph McMahon
Juliet Sarkessian
Karen Starr
Lauren Attix

Linda Casey
Linda Richenderfer
Marquietta Lopez
Michael Panacio
Michael West
Nyanquoi Jones
Ramona Harris
Ramona Vinson
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
T. Patrick Tinker
Timothy J. Fox, Jr.